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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
GRADISON FOUNDATION

A Employer identification number
31-6032172

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
301 E FOURTH STREET
ROOM/SUITE 3500

B Telephone number (see instructions)
(703) 893-2620

City or town, state, and ZIP code
CINCINNATI, OH 45202

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☑ Address change ☐ Name change

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,378,310

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	31	31		
	4	Dividends and interest from securities	38,701	38,701		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	55,194			
	b	Gross sales price for all assets on line 6a 241,659				
	7	Capital gain net income (from Part IV, line 2)		55,194		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	93,926	93,926		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	3,372			3,372
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	13,818	13,818		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	158	158		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	484			284
	24	**Total operating and administrative expenses.** Add lines 13 through 23	17,832	13,976		3,656
	25	Contributions, gifts, grants paid	110,175			110,175
	26	**Total expenses and disbursements.** Add lines 24 and 25	128,007	13,976		113,831
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-34,081			
	b	**Net investment income** (if negative, enter -0-)		79,950		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	99,616	61,305	61,305
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	463,578	395,533	627,990
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	579,545	651,822	689,015
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,142,739	1,108,660	1,378,310
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,142,739	1,108,660	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,142,739	1,108,660	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,142,739	1,108,660	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,142,739
2	Enter amount from Part I, line 27a	2	-34,081
3	Other increases not included in line 2 (itemize) ▶	3	2
4	Add lines 1, 2, and 3	4	1,108,660
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,108,660

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	55,194
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	-3,358

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	106,007	1,406,929	0 075346
2010	96,153	1,366,027	0 070389
2009	106,546	1,259,211	0 084613
2008	100,865	1,744,917	0 057805
2007	41,635	2,121,582	0 019625

2	**Total** of line 1, column (d)	2	0 307778
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 061556
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,367,173
5	Multiply line 4 by line 3	5	84,158
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	800
7	Add lines 5 and 6	7	84,958
8	Enter qualifying distributions from Part XII, line 4	8	113,831

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	800
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	800
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	800
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	617		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	617
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	183
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶DAVID A GROENKE Telephone no ▶(513) 723-4000

Located at ▶SUITE 3500 301 EAST FOURTH STREET CINCINNATI OH ZIP +4 ▶45202

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. | | Yes | No |

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No

b If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? | 1b | | |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? | 1c | | |

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No

If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions) | 2b | | |

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here

▶ 20____ , 20____ , 20____ , 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No

b If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* | 3b | | |

4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** ***(continued)***

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services. . . . . ▶

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,330,463
b	Average of monthly cash balances	1b	57,530
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,387,993
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,387,993
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	20,820
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,367,173
6	**Minimum investment return.** Enter 5% of line 5	6	68,359

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	68,359
2a	Tax on investment income for 2012 from Part VI, line 5	2a	800		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	800
3	Distributable amount before adjustments Subtract line 2c from line 1			3	67,559
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	67,559
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	67,559

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	113,831
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	113,831
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	800
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	113,031

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					67,559
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.					
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2012					
a From 2007.					
b From 2008.	14,127				
c From 2009.	44,450				
d From 2010.	29,674				
e From 2011.	38,087				
f **Total** of lines 3a through e.		126,338			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 113,831					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2012 distributable amount.					67,559
e Remaining amount distributed out of corpus		46,272			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		172,610			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		172,610			
10 Analysis of line 9					
a Excess from 2008. . . .	14,127				
b Excess from 2009. . . .	44,450				
c Excess from 2010. . . .	29,674				
d Excess from 2011. . . .	38,087				
e Excess from 2012. . . .	46,272				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

WILLIS D GRADISON JR

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NA

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

WILLIS D GRADISON JR
1031 SAVILE LN
MCLEAN,VA 22101
(703) 893-2620

b The form in which applications should be submitted and information and materials they should include

N/A

c Any submission deadlines

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				110,175
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	31	
4 Dividends and interest from securities. . . .			14	38,701	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	55,194	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				93,926	

13 Total. Add line 12, columns (b), (d), and (e). 13 93,926

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	**1a(1)**		No
	(2) Other assets.	**1a(2)**		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		No
	(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		No
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		No
	(4) Reimbursement arrangements.	**1b(4)**		No
	(5) Loans or loan guarantees.	**1b(5)**		No
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?. ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

******	2013-04-25	******	May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
BARBARA D JONES	BARBARA D JONES	2013-05-02		
Firm's name	VORYS SATER SEYMOUR AND PEASE LLP		Firm's EIN	
Firm's address	52 E GAY ST COLUMBUS, OH 43215		Phone no (614) 464-6400	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
CONSOLIDATED EDISON, 100 SHARES	P	2007-12-31	2012-06-18
CHEVRON CORP, 90 SHARES	P	2001-02-28	2012-03-30
EXXON MOBIL, 115 SHARES	P	2003-11-12	2012-03-30
ISHARES TR MSCI EMERG MKTS, 930 SHS	P	2011-06-30	2012-02-03
WALGREEN, 125 SHARES	P	2005-09-27	2012-03-30
HEALTHSOUTH SECURITIES LITIGATION	P		2012-07-16
WELLS FARGO, 125 SHARES	P	1989-08-11	2012-10-31
JOHNSON & JOHNSON, 170 SHARES	P	2000-06-01	2012-03-30
LOWES COMPANIES, 180 SHARES	P	2008-03-31	2012-10-31
PIMCO REAL RETURN FD, 2,374 24 SHARE	P	2010-09-30	2012-11-01
PROCTER & GAMBLE, 200 SHARES	P	2005-06-07	2012-06-18
DENTSPLY INT'L, INC ,, 540 SHARES	P	2005-09-14	2012-03-31
IBM, 25 SHARES	P	2009-06-05	2012-06-18
ISHARES TR MSCI EAFE INDEX FD, 260	P	2011-06-30	2012-10-31
EMERSON ELECTRIC, 270 SHARES	P	1996-03-21	2012-03-30
DENTSPLY, INT'L, INC , 540 SHARES	P	2005-09-14	2012-08-03
WALGREEN, 625 SHARES	P	2005-09-27	2012-12-31
JOHNSON CONTROLS, 675 SHARES	P	1995-01-20	2012-03-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
6,346		4,553	1,793
9,623		3,428	6,195
9,954		5,162	4,792
40,798		44,156	-3,358
4,245		5,233	-988
205			205
4,214		465	3,749
11,232		8,226	3,006
5,800		4,054	1,746
30,034		26,961	3,073
12,416		11,761	655
8,453		5,466	2,987
4,964		2,702	2,262
13,913		15,639	-1,726
14,067		5,540	8,527
19,972		14,054	5,918
22,972		26,164	-3,192
21,930		2,901	19,029

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,793
			6,195
			4,792
			-3,358
			-988
			205
			3,749
			3,006
			1,746
			3,073
			655
			2,987
			2,262
			-1,726
			8,527
			5,918
			-3,192
			19,029

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
WILLIS D GRADISON JR 1031 SAVILE LN MCLEAN,VA 22101	PRES & TREA 0 10	0	0	0
JOAN GRADISON COE 490 PLEASANT STREET BELMONT,MA 02478	VICE PRES 0 10	0	0	0
MARGARET GRADISON 4717 TAPROOT LANE DURHAM,NC 27705	V P AND SEC 0 10	0	0	0
WENDY GRADISON 1408 WHITLEY DRIVE VIENNA,VA 22182	VICE PRES 0 10	0	0	0
ROBIN GRADISON 1726 N WAYNE STREET ARLINGTON,VA 22201	VICE PRES 0 10	0	0	0
BETH LYON 423 BROOKHURST AVENUE NARBERTH,PA 19072	VICE PRES 0 10	0	0	0
CARI GRADISON 1031 SAVILE LANE MCLEAN,VA 22101	VICE PRES 0 10	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ALEX'S LEMONADE STAND FOUNDATION 333 E LANCASTER AVE 114 WYNNEWOOD, PA 19096	NONE	501(C)(3)	FOUNDATION FOR CHILDHOOD CANCER	100
AMERICAN CHESTNUT FOUNDATION 160 ZILLICOA STREET ASHEVILLE, NC 28801	NONE	501(C)(3)	ENVIRONMENTAL	400
APPALACHIAN STATE UNIVERSITY PO BOX 32007 BOONE, NC 28608	NONE	501(C)(3)	EDUCATIONAL - GENERAL OPERATIONS	600
BAZELON CENTER FOR MENTAL HEALTH LA 1101 15TH STREET NW SUITE 1212 WASHINGTON, DC 20005	NONE	501(C)(3)	LEGAL ASSISTANCE	100
BELMONT HISTORICAL SOCIETY PO BOX 125 BELMONT, MA 024780904	NONE	501(C)(3)	CULTURAL - HISTORICAL COLLECTION	100
CINCINNATI MAY FESTIVAL 1241 ELM STREET CINCINNATI, OH 452027531	NONE	501(C)(3)	CULTURAL - GENERAL OPERATIONS	500
CLAUDE MOORE COLONIAL FARM 6310 GEORGETOWN PIKE MCLEAN, VA 22101	NONE	501(C)(3)	CULTURAL - GENERAL OPERATIONS	250
COMPASSION & CHOICES OF OREGON PO BOX 6404 PORTLAND, OR 972286404	NONE	501(C)(3)	RESOURCE FOR PLANNING DEATH WITH DIG	600
EARTHJUSTICE 426 17TH ST 6TH FLR OAKLAND, CA 946122820	NONE	501(C)(3)	ENVIRONMENTAL	700
FAIRFAX LIBRARY FOUNDATION 12000 GOVERNMENT CTR PKWY FAIRFAX, VA 22035	NONE	501(C)(3)	EDUCATIONAL - GENERAL OPERATIONS	200
FEDERAL EDUC & ASSISTANCE FUND 3333 S WADSWORTH BLVD SUITE 300 LAKEWOOD, CO 802275142	NONE	501(C)(3)	SCHOLARSHIP PROGRAM	1,500
FRIENDS OF THE NAT'L ARBORETUM 3501 NRE YORK AVE NE WASHINGTON, DC 20002	NONE	501(C)(3)	CONSERVATION & EDUCATION	900
FRIENDS OF GREAT SMOKY MTS NAT'L NORTH CAROLINA OFFICE 160 SOUTH MAIN STREET WAYNESVILLE, NC 28786	NONE	501(C)(3)	ENVIRONMENTAL	400
GEORGETOWN DAY SCHOOL 4530 MACARTHUR BLVD NW WASHINGTON, DC 20007	NONE	501(C)(3)	EDUCATIONAL - PK-12	200
GEORGE WASHINGTON UNVERSITY LAW SCH OFFICE OF ADVANCEMENT 2000 H STREETNW WASHINGTON, DC 20052	NONE	501(C)(3)	EDUCATIONAL - GENERAL OPERATIONS	500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
HAYWOOD COUNTY RESUE SQUAD PO BOX 1275 CANTON, NC 28716	NONE	501(C)(3)	HEALTH CARE	100
HEALTHCARE CONNECTION 1401 STEFFEN AVENUE CINCINNATI, OH 45215	NONE	501(C)(3)	HEALTH CARE - LOW INCOME	1,000
HEARING SPEECH & DEAF CTR 2825 BURNETT AVENUE CINCINNATI, OH 45219	NONE	501(C)(3)	HEALTH CARE	200
HELP HOSPITALIZED VETERANS 36585 PENFIELD LANE WINCHESTER, CA 925969672	NONE	501(C)(3)	HELP HOSPITALIZED VETERAN'S	500
HISTORIC SOUTHWEST OHIO PO BOX 62475 CINCINNATI, OH 452620475	NONE	501(C)(3)	PRESERVATION OF NATURAL RESOURCES	5,000
JEWISH COUNCIL FOR THE AGING 11820 PARKLAWN DRIVE SUITE 200 ROCKVILLE, MD 20852	NONE	501(C)(3)	SOCIAL SERVICES	250
JEWISH FEDERATION OF GR WASHINGTON 1720 I STREET NW WASHINGTON, DC 20006	NONE	501(C)(3)	RELIGIOUS - GENERAL OPERATIONS	1,500
JEWISH FEDERATION OF CINC DEPT 865 CINCINNATI, OH 452690865	NONE	501(C)(3)	RELIGIOUS - GENERAL OPERATIONS	1,500
JUILLIARD SCHOOL 60 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	501(C)(3)	ART REACH	2,400
KELLY-CAROL FOUNDATION FOR CHILDREN WITH CANCER 301 EAST FOURTH STREET SUITE 3500 CINCINNATI, OH 45202	NONE	501(C)(3)	HEALTH CARE	500
LEAF INTERNATIONAL PO BOX 911 INDEPENCENCE, KY 410510911	NONE	501(C)(3)	SOCIAL SERVICES	11,500
MUSIC UNITES US BRANDEIS UNIVERSITY PO BOX 549110 MS 122 WALTHAM, MA 024549110	NONE	501(C)(3)	EDUCATIONAL - MUSIC UNITES PROGRAM	2,000
NATIONAL CAMPS FOR BLIND PO BOX 6097 LINCOLN, NE 685060097	NONE	501(C)(3)	SOCIAL SERVICES	200
NARAL PRO-CHOICE AMERICA 1156 15TH STREET NW WASHINGTON, DC 20005	NONE	501(C)(3)	SOCIAL JUSTICE	600
MEDIC ALERT FOUNDATION 2323 COLORADO AVE TURLOCK, CA 95382	NONE	501(C)(3)	HEALTH CARE	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
LIONHEART FOUNDATION PO BOX 194 BACK BAY BOSTON, MA 02117	NONE	501(C)(3)	SOCIAL SERVICES	500
NAT'L ACADEMY OF SOCIAL INSURANCE 1776 MASSACHUSETTS AVE NW SUITE 400 WASHINGTON, DC 20036	NONE	501(C)(3)	NON-PROFIT - SOCIAL INSUARNCE	700
NATIONAL GARDENING ASSOC 1100 DORSET STREET SOUTH BURLINGTON, VT 05403	NONE	501(C)(3)	CULTURAL - GENERAL OPERATIONS	500
NETWORK FOR REPRODUCTIVE OPTIONS PO BOX 10894 EUGENE, OR 974402894	NONE	501(C)(3)	HEALTH CARE	3,400
NEW AMERICA FOUNDATION 1899 L ST NW SUITE 400 WASHINGTON, DC 20036	NONE	510(C)(3)	COMM FOR RESPONSIBLE FEDERAL BUDGET	5,000
NORTHWEST WORKERS' JUSTICE PROJECT 917 SW OAK ST SUITE 412 PORTLAND, OR 97205	NONE	501(C)(3)	SOCIAL JUSTICE - NEED FUND	1,000
OPERA LAFAYETTE 10 FOURTH ST NE WASHINGTON, DC 20002	NONE	501(C)(3)	CULTURAL - GENERAL OPERATIONS	25,225
OUTDOOR MISSION CAMPS 2514 FIE TOP ROAD MAGGIE VALLEY, NC 28751	NONE	501(C)(3)	RELIGIOUS - GENERAL OPERATIONS	500
PAGE ONE OF PAGE COUNTY 42 WEST MAIN STREET LURAY, VA 228351231	NONE	501(C)(3)	SOCIAL SERVICES	2,000
PARKMONT SCHOOL 4842 SIXTEENTH ST NW WASHINGTON, DC 20011	NONE	501(C)(3)	EDUCATIONAL - GENERAL OPERATIONS	15,000
PATH PO BOX 900922 SEATTLE, WA 981099715	NONE	501(C)(3)	HEALTH CARE - CHILDHOOD NUTRITION	1,000
PLANNED PARENTHOOD OF CENTRAL NORTH CAROLINA PO BOX 3258 CHAPEL HILL, NC 27515	NONE	501(C)(3)	HEALTH CARE	1,200
PRS INC 500/510 W ANNANDALE RD FALLS CHURCH, VA 22046	NONE	501(C)(3)	SOCIAL SERVICES	4,000
RALPH LOWELL SOCIETY WGBH PO BOX 55875 BOSTON, MA 022058264	NONE	501(C)(3)	CULTURAL - GENERAL OPERATIONS	1,500
SCHOOL OF THE MUSEUM OF FINE ARTS 230 THE FENWAY BOSTON, MA 02115	NONE	501(C)(3)	CULTURAL	100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SENIOR PHARMASSIST 406 RIGSBEE AVE 210 DURHAM, NC 27701	NONE	501(C)(3)	HEALTH CARE	1,500
SETTLEMENT MUSIC SCHOOL PO BOX 63966 PHILADELPHIA, PA 191473966	NONE	501(C)(3)	CULTURAL - GENERAL OPERATIONS	500
SPECIAL OLYMPICS OF NC 2200 GATEWAY CENTRE BLVD SUITE 201 MORRISVILLE, NC 27560	NONE	501(C)(3)	SOCIAL SERVICES	250
SPRING CREEK LITERARY PROJECT 614 W MAIN ST DURHAM, NC 27701	NONE	501(C)(3)	EDUCATIONAL - LITERACY	500
ST JOSEPH'S INDIAN SCHOOL 1301 NORTH MAIN STREET CHAMBERLIN, SD 57326	NONE	501(C)(3)	EDUCATIONAL - GENERAL OPERATIONS	1,000
TULANE UNIVERSITY PO BOX 61075 NEW ORLEANS, LA 701619986	NONE	501(C)(3)	EDUCATIONAL - GENERAL OPERATIONS	500
VASSAR 124 RAYMOND AVE BOX 12 POUGHKEEPSIE, NY 12604	NONE	501(C)(3)	EDUCATIONAL - GENERAL OPERATIONS	600
WILLIAMS COLLEGE 75 PARK STREET WILIAMSTOWN, MA 01267	NONE	501(C)(3)	EDUCATIONAL - GENERAL OPERATIONS	300
WNCW 887 PO BOX 804 SPINDALE, NC 28160	NONE	501(C)(3)	CULTURAL - GENERAL OPERATIONS	2,000
WOLF TRAP FOUNDATION FOR THE PERFORMING ARTS 1645 TRAP ROAD VIENNA, VA 22182	NONE	501(C)(3)	CULTURAL - GENERAL OPERATIONS	600
XERCES SOCIETY 628 NORTHEAST BROADWAY PORTLAND, OR 97232	NONE	501(C)(3)	SCIENTIFIC RESEARCH	1,500
Total . . . . ▶ **3a**				110,175

TY 2012 Compensation Explanation

Name: GRADISON FOUNDATION

EIN: 31-6032172

Person Name	Explanation
WILLIS D GRADISON JR	
JOAN GRADISON COE	
MARGARET GRADISON	
WENDY GRADISON	
ROBIN GRADISON	
BETH LYON	
CARI GRADISON	

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491122001223

TY 2012 Investments Corporate Stock Schedule

Name: GRADISON FOUNDATION

EIN: 31-6032172

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES, 360 SHARES	19,098	23,580
APPLE, INC., 25 SHARES	14,797	13,304
AUTOMATIC DATA PROCESSING, 335 SHARE	16,396	19,072
CENTURYLINK, 410 SHARES	13,825	16,039
CHEVRON CORP, 185 SHARES	7,046	20,006
CONSOLIDATED EDISON, 5400 SHARES	18,211	22,216
DENTSPLY INT'L		
ECOLAB, 275 SHARES	13,567	19,773
EMERSON ELECTRIC CO, 405 SHARES	8,309	21,449
EXXON MOBIL CORP, 235 SHARES	10,548	20,339
HELMRICH & PAYNE INC, 475 SHARES	6,418	26,605
IBM, 125 SHARES	13,510	23,944
INTEL CORP, 650 SHARES	13,110	13,403
JOHNSON & JOHNSON, 330 SHARES	15,968	23,133
JOHNSON CONTROLS, 675 SHARES		
KEYCORP NEW, 4,500 SHARES	1,125	37,890
LOWES COMPANIES, 820 SHARES	18,466	29,126
MCDONALD'S CORP, 300 SHARES	16,419	26,463
MICROSOFT CORPORATION, 750 SHARES	20,468	20,032
NOVARTIS AG, 425 SHARES	15,677	26,902
PEPSICO, 300 SHARES	14,823	20,529
PROCTER & GAMBLE, 400 SHARES	23,521	27,156
SOUTHERN COMPANY, 380 SHARES	16,294	16,268
SPDR GOLD TRUST, 75 SHARES	6,848	12,152
SYSCO CORP, 700 SHARES	18,871	22,162
UNION PACIFIC, 150 SHARES	14,539	18,858
U.S. BANCORP DELAWARE, 800 SHARES	14,583	25,552
UNITED TECHNOLOGIES, 300 SHARES	11,140	24,603
VERIZON COMMUNICATIONS, 400 SHARES	12,768	17,308
WALGREEN, 750 SHARES		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WALMART STORES, 275 SHARES	16,866	18,763
WELLS FARGO & CO, 625 SHARES	2,322	21,363

TY 2012 Investments - Other Schedule

Name: GRADISON FOUNDATION

EIN: 31-6032172

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DODGE & COX, 10,783.268 SHARES	AT COST	144,800	149,456
FIRST TRUST ENERGY INC & GR, 250 SHS	AT COST	7,111	7,662
HENDERSON GLOBAL EQUITY, 6,274.494	AT COST	43,374	46,494
ING MUTUAL FDS GLOBAL BD, 7,566.137	AT COST	86,824	87,843
ISHARES TRUST MSCI EAFE, 1,155.000	AT COST	69,473	65,673
ISHARES TRUST MSCI EMERG. 930 SHS			
ISHARES S&P SMALLCAP 600, 1,000.00	AT COST	60,370	78,100
PERMANENT PORTFOLIO FUND, 586.472	AT COST	28,276	28,526
PIMCO FUNDS REAL RETURN, 2,337.662			
POWERSHARES GLOBAL ETF TR, 750.000	AT COST	14,642	13,508
SECTOR SPDR TR SBI TECH, 650.000	AT COST	15,015	18,752
SPDR S&P MIDCAP 400 ETF, 250.000	AT COST	36,040	46,428
VANGUARD FIXED INCOME ST, 9,784.671	AT COST	105,000	105,968
WISDOMTREE EMERG MKTS EQ, 710 SHS	AT COST	40,897	40,605

TY 2012 Legal Fees Schedule

Name: GRADISON FOUNDATION

EIN: 31-6032172

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
VORYS, SATER, SEYMOUR & PEASE LL	3,372			3,372

TY 2012 Other Expenses Schedule

Name: GRADISON FOUNDATION

EIN: 31-6032172

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
FILING FEE - ATTORNEY GENERAL	200			
CT CORPORATION	284			284

TY 2012 Other Increases Schedule

Name: GRADISON FOUNDATION

EIN: 31-6032172

Description	Amount
ROUNDING	2

TY 2012 Other Professional Fees Schedule

Name: GRADISON FOUNDATION

EIN: 31-6032172

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	13,818	13,818		

TY 2012 Taxes Schedule

Name: GRADISON FOUNDATION

EIN: 31-6032172

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX				
FOREIGN TAX WITHHELD	158	158		